

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**IN RE: DOMESTIC DRYWALL  
ANTITRUST LITIGATION**

**MDL No. 2437  
13-MD-2437**

**THIS DOCUMENT RELATES TO:**

**ALL DIRECT PURCHASER ACTIONS**

**DIRECT PURCHASER PLAINTIFFS' MOTION FOR  
PRELIMINARY APPROVAL OF PROPOSED SETTLEMENTS WITH  
TIN, INC., USG CORP., UNITED STATES GYPSUM CO., AND L&W SUPPLY  
CORP. AND AUTHORIZATION TO DISSEMINATE NOTICE  
TO THE SETTLEMENT CLASSES**

Pursuant to Rule 23(e) of the Federal Rules of Civil Procedure, Direct Purchaser Plaintiffs Sierra Drywall Systems, Inc., Janicki Drywall, Inc., New Deal Lumber & Millwork Co., and Grubb Lumber Co., Inc. (collectively, "Plaintiffs") hereby move for an Order granting preliminary approval of separate settlements reached between Plaintiffs and (a) Defendant TIN, Inc. ("TIN"); and (b) Defendant USG Corporation, Defendant United States Gypsum Company, and USG Corp.'s subsidiary L&W Supply Corporation (collectively, "USG"). The terms of the settlements are memorialized in Settlement Agreements executed by the parties on February 11, 2015.

Plaintiffs respectfully move for Preliminary Approval Orders provisionally certifying the TIN and USG Settlement Classes and finding that the proposed settlements with TIN and USG are sufficiently fair, reasonable, and adequate to allow dissemination of notice of the settlements to potential members of the Settlement Classes and:

1. approving Kurtzman Carson Consultants LLC to serve as settlement administrator for the purpose of issuing notice to the Settlement Classes;

2. approving the mailed and publication forms of notice of the TIN and USG Settlements (“Notices”);
3. ordering each Defendant to provide Interim Co-Lead Counsel with the names and addresses of any person or entity that purchased Wallboard directly from it from January 1, 2012 through November 30, 2014, to the extent not already provided;
4. directing dissemination of the Notices;
5. establishing a deadline for filing a motion for final approval of the TIN and USG Settlements and Interim Co-Lead Counsel’s request to use a portion of the respective Settlement Funds to pay ongoing litigation expenses;
6. establishing a deadline for seeking exclusion from one or both of the Settlement Classes;
7. establishing a deadline for filing objections to either Settlement; and
8. scheduling a hearing on final approval of the TIN and USG Settlements.

This motion is made on the ground that the Settlements—for a combined \$44,500,000 and requiring TIN and USG to cooperate with Plaintiffs in their continued prosecution of the lawsuit—is sufficiently fair, reasonable, and adequate to allow dissemination of notice to the Settlement Classes, thereby satisfying the requirements of Rule 23(e) of the Federal Rules of Civil Procedure. In support of this motion, Plaintiffs respectfully submit their Memorandum in Support of Direct Purchaser Plaintiffs’ Motion for Preliminary Approval of Proposed Settlements with TIN, Inc., USG Corporation, United States Gypsum Company, and L&W Supply Corporation, for Certification of Settlement Classes, and Authorization to Disseminate Notice to the Settlement Classes; the TIN Settlement Agreement; and the USG Settlement Agreement.

Dated: February 12, 2015

Respectfully submitted,

/s/ H. Laddie Montague, Jr.

H. Laddie Montague, Jr.  
Ruthanne Gordon  
Michael C. Dell'Angelo  
Candice J. Enders  
BERGER & MONTAGUE, P.C.  
1622 Locust Street  
Philadelphia, PA 19103  
Tel: (215) 875-3000  
Email: [hlmontague@bm.net](mailto:hlmontague@bm.net)  
[rgordon@bm.net](mailto:rgordon@bm.net)  
[mdellangelo@bm.net](mailto:mdellangelo@bm.net)  
[cenders@bm.net](mailto:cenders@bm.net)

/s/ Jeffrey J. Corrigan

Eugene A. Spector  
Jeffrey J. Corrigan  
Rachel E. Kopp  
Jeffrey L. Spector  
SPECTOR ROSEMAN  
KODROFF & WILLIS, P.C.  
1818 Market Street, Suite 2500  
Philadelphia, PA 19103  
Tel: (215) 496-0300  
Email: [espector@srkw-law.com](mailto:espector@srkw-law.com)  
[jcorrigan@srkw-law.com](mailto:jcorrigan@srkw-law.com)  
[rkopp@srkw-law.com](mailto:rkopp@srkw-law.com)  
[jspector@srkw-law.com](mailto:jspector@srkw-law.com)

/s/ Kit A. Pierson

Kit A. Pierson  
Brent W. Johnson  
David A. Young  
COHEN MILSTEIN  
SELLERS & TOLL PLLC  
1100 New York Ave., NW, Suite 500  
Washington, DC 20005  
Tel: (202) 408-4600  
Email: [kpierson@cohenmilstein.com](mailto:kpierson@cohenmilstein.com)  
[bjohnson@cohenmilstein.com](mailto:bjohnson@cohenmilstein.com)  
[dyoung@cohenmilstein.com](mailto:dyoung@cohenmilstein.com)

*Interim Co-Lead Counsel for the Direct Purchaser Plaintiffs*